ARSS INFRASTRUCTURE PROJECTS LTD.

Date: 29-07-2026

Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers 1st Floor, Rotunda Building, Dalal Street, Mumbai- 400 001 **BSE Scrip Code - 533163**	**National Stock Exchange of India Limited**, Exchange Plaza, Plot No-C1, G Block Bandra Kurla Complex, Bandra (E), Mumbai-400051 **NSE Symbol: ARSSINFRA**

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sir/Madam,

Please find attached, the Postal Ballot Notice dated July 23, 2026, along with the explanatory statement, seeking approval of the members of the Company, by way of remote e-voting process ("e-voting") for:

1. Increase in the authorised share capital of the company and consequential alteration of Clause V of the Memorandum of Association.

2. Approval of material related party transaction for the issue of Noncumulative Non-Convertible Redeemable Preference Shares to Ocean Capital Market Limited.

3. Approval of the offer and issuance of up to 25,00,00,000 (twenty-five crore) 0.01% Non-Cumulative Non-Convertible Redeemable Preference Shares of ₹10/- each to Ocean Capital Market Limited, a promoter of the company, on a private placement basis.

Postal Ballot Notice is being sent only through electronic mode to all the members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities Depository Limited ("NSDL") as the agency to provide e-voting facility.

The e-voting facility will be available during the following period:

Commencement of e-voting:	9:00 a.m. (IST) on Friday, July 31, 2026
End of e-voting:	5:00 p.m. (IST) on Saturday, August 29, 2026

The Postal Ballot Notice is also available on the Company's website at https://shorturl.at/dXUeO

This is for information and records.

Yours faithfully,
Thanking You
For **ARSS Infrastructure Projects Limited**

RAJENDRA BISWAL Digitally signed by RAJENDRA BISWAL Date: 2026.07.29 13:07:11 +05'30'

ARSS Infrastructure Projects Ltd • BBSR •

(Rajendra Biswal)
Company Secretary &
Compliance Officer
ACS-76448

Encl: As above

ARSS INFRASTRUCTURE PROJECTS LIMITED
Registered Office- Plot No-38, Sector-A, Zone-D, Mancheswar Industrial Estate, Bhubaneswar-751010, Odisha, India
CIN: L14103OR2000PLC006230
Tel No.: +91-0674- 2602763,
E-mail: cs@arssgroup.in, Website: www.arssgroup.in

POSTAL BALLOT NOTICE

Pursuant to Sections 102, 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and any applicable circulars issued by Ministry of Corporate Affairs, from time to time) and read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

NOTICE is hereby given to the Members of ARSS Infrastructure Projects Limited ("the Company") that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (the "Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force), read with the latest General Circular No. 03/2025 dated September 22, 2025 and other circulars issued by the Ministry of Corporate Affairs ("MCA") (collectively "MCA Circulars") in this regard and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021; Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022; SEBI/HO/CRD/PoD-2/P/CIR/2023/4 dated January 5, 2023; Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023; and Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s) or re-enactment thereof for the time being in force, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and any other applicable laws and regulations, if any, the Company is seeking consent/ approval of the Members of the Company for the resolution appended below, proposed to be passed by the Members as an Ordinary Resolution(s) and Special Resolution, as applicable, by way of Postal Ballot process by electronic voting ("e-voting").

S. No.	Particular(s)
1.	INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION.
2.	APPROVAL OF MATERIAL RELATED PARTY TRANSACTION FOR THE ISSUE OF NON-CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES TO OCEAN CAPITAL MARKET LIMITED.
3.	APPROVAL OF THE OFFER AND ISSUANCE OF UP TO 25,00,00,000 (TWENTY-FIVE CRORE) 0.01% NON-CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF ₹10/- EACH TO OCEAN CAPITAL MARKET LIMITED, A PROMOTER OF THE COMPANY, ON A PRIVATE PLACEMENT BASIS

In compliance with the MCA Circulars and SEBI Circulars and pursuant to other applicable laws and regulations, this Postal Ballot Notice is being sent only in electronic form to those Members whose e-mail addresses are registered with the Company / Depositories / Depository Participants / Bigshare Services Private Limited, the Registrar and Share Transfer Agent of the Company ("RTA") or / and whose name appears in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on July 24, 2026 ("cut-off date") to enable them to cast their votes electronically. The instructions for e-voting are appended to this Postal Ballot Notice.

The resolutions at Item Nos. 1 and 2 are proposed as an Ordinary Resolutions and the resolution at Item No. 3 is proposed as a Special Resolution. The resolutions set out at Item Nos. 1, 2 and 3 are inter-conditional; accordingly, in the event any one of the said resolutions is not passed with the requisite majority, none of the said resolutions shall be given effect to by the Board.

Pursuant to Section 102 and 110 of the Act, the explanatory statement pertaining to the said resolution setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice, for your consideration. The Notice of Postal Ballot is also available on the website of the Company at www.arssgroup.in

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors (the "Board") of the Company at its meeting held on July 23, 2026, has appointed Mr. Jyotirmoy Mishra (Membership No. FCS 6556 and CP No. 6022) of M/s Sunita Jyotirmoy & Associates, Practicing Company Secretaries to act as the Scrutinizer (the "Scrutinizer") for conducting the Postal Ballot (e-voting) process in a fair and transparent manner.

The Members are requested to carefully read the instructions in the notes under the section "General information and instructions relating to e-voting in this Postal Ballot Notice ("Notice") and follow the same to cast their vote electronically. Please note that the option to send physical Postal Ballot Form has been dispensed with in view of the aforesaid MCA Circulars.

The Members are requested to cast their vote through e-voting process from Friday, July 31, 2026, at 09.00 A.M. (IST) to be eligible for being considered. The e-voting module shall be disabled by NSDL for voting immediately thereafter, and no vote shall be permitted to be cast after Saturday, August 29, 2026, at 05:00 P.M. (IST).

In compliance with the provisions of MCA Circulars, Section 108, 110 and other applicable provisions of the Act, read with Rule 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, the Company is providing e-voting facilities to all the Members to exercise their votes electronically, instead of submitting the postal ballot form to the Company. For this purpose, the Company has engaged the e-voting service facility of National Securities Depository Limited ("NSDL") to enable the Members to cast their votes electronically on the resolutions.

The e-voting period commences from Friday, July 31, 2026, at 09.00 A.M. (IST) and ends on Saturday, August 29, 2026, at 05:00 P.M. (IST) (both days inclusive). The Scrutinizer will submit its report to the Chairman of the Company, or any director/officials, authorized by him upon completion of the scrutiny of the votes cast through e-voting and the result of the voting by Postal Ballot will be announced within two working days from the conclusion of the e-voting i.e., on or before Monday, August 31, 2026. The said results along with the Scrutinizer's Report will be displayed at website of BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.arssgroup.in and on NSDL Website www.evoting.nsdl.com

---

SPECIAL BUSINESS

ITEM NO. 1

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the increase the Authorised Share Capital of the Company from ₹110,00,00,000 (Rupees One Hundred and Ten Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of ₹10/- each to ₹500,00,00,000 (Rupees Five Hundred Crore Only) divided into:

23,00,00,000 (Twenty Three Crore) Equity Shares of ₹10/- each, aggregating to ₹230,00,00,000 (Rupees Two Hundred and Thirty Crore Only), by creation of additional 12,00,00,000 (Twelve Crore) Equity Shares of ₹10/- each, aggregating to ₹120,00,00,000 (Rupees One Hundred and Twenty Crore Only); and

27,00,00,000 (Twenty Seven Crore) Preference Shares of ₹10/- each, aggregating to ₹270,00,00,000 (Rupees Two Hundred and Seventy Crore Only), by creation of 27,00,00,000 (Twenty Seven Crore) Preference Shares of ₹10/- each.

RESOLVED FURTHER THAT Clause V of the Memorandum of Association of the Company be and is hereby substituted to reflect the revised Authorised Share Capital as set out below:

"V. The Authorised Share Capital of the Company is ₹500,00,00,000 (Rupees Five Hundred Crore Only) divided into 23,00,00,000 (Twenty Three Crore) Equity Shares of ₹10/- each and 27,00,00,000 (Twenty Seven Crore) Preference Shares of ₹10/- each, with power to increase or reduce the capital for the time being into several classes, and to attach thereto respectively such rights, privileges, and conditions, whether in respect of Equity Shares or Preference Shares, including preferential, qualified, or special rights, as may be determined in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and the Articles of Association of the Company, and to vary, modify, or abrogate any such rights, privileges, or conditions in such manner as may be permitted by law and by resolution of the Company, and to consolidate, sub-divide, or reorganize the shares and issue shares of higher or lower denomination."

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary, be and is hereby authorised to file the necessary e-Forms with the Registrar of Companies and to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

ITEM NO. 2

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION FOR THE ISSUE OF NON-CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES TO OCEAN CAPITAL MARKET LIMITED.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 23 read with Regulations 2(1)(zb) and 2(1)(zc) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and other applicable laws, the consent of the Members of the Company be and is hereby accorded for entering into the Material Related Party Transaction with Ocean Capital Market Limited, a Promoter and Related Party of the Company, for the offer and issuance of up to 25,00,00,000 (Twenty-Five Crore) 0.01% Non-Cumulative, Non-Convertible, Non-Participating, Redeemable Preference Shares of ₹10/- each, at par, aggregating to ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore Only), in one or more tranches, on a private placement basis, on the terms and conditions set out in the Explanatory Statement.

RESOLVED FURTHER THAT the Members hereby note that the aggregate value of the aforesaid Related Party Transaction is ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore Only), which exceeds the materiality threshold prescribed under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly constitutes a Material Related Party Transaction.

RESOLVED FURTHER THAT in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Parties of the Company shall abstain from voting on this Ordinary Resolution, irrespective of whether such Related Party is a party to the transaction or has any direct or indirect interest therein.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalising and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 3

APPROVAL OF THE OFFER AND ISSUANCE OF UP TO 25,00,00,000 (TWENTY-FIVE CRORE) 0.01% NON-CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF ₹10/- EACH TO OCEAN CAPITAL MARKET LIMITED, A PROMOTER OF THE COMPANY, ON A PRIVATE PLACEMENT BASIS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 55, 62 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and other applicable laws, and subject to such statutory, regulatory or other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for the offer and issuance, on a private placement basis, of up to 25,00,00,000 (Twenty-Five Crore) 0.01% Non-Cumulative, Non-Convertible, Non-Participating Redeemable Preference Shares of ₹10/- (Rupees Ten only) each at par, aggregating to ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore Only), to Ocean Capital Market Limited, a Promoter of the Company, in one or more tranches, on the terms and conditions set out in the Explanatory Statement.

RESOLVED FURTHER THAT the terms and conditions of the issue, including the dividend rate, tenure, redemption, voting rights, utilisation of proceeds and other rights attached to the Preference Shares, as set out in the Explanatory Statement be and are hereby approved.

RESOLVED FURTHER THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the terms and conditions of the issue of the Preference Shares shall be as follows:

a) The Preference Shares shall carry a non-cumulative preferential dividend at the rate of 0.01% (Zero Point Zero One Percent) per annum, payable only if declared by the Board of Directors, and shall rank in priority to the Equity Shares of the Company with respect to payment of such dividend and repayment of capital upon redemption or in the event of winding up of the Company, in accordance with the provisions of the Companies Act, 2013.

b) The Preference Shares shall be non-convertible and shall not be convertible into Equity Shares or any other class of securities of the Company.

c) The Preference Shares shall be non-participating and shall not confer any right to participate in the surplus profits or assets of the Company beyond the fixed preferential rights attached to such Preference Shares.

d) The dividend on the Preference Shares shall be non-cumulative, and no unpaid dividend shall accrue or accumulate for any subsequent financial year.

e) The Preference Shares shall be redeemed at the expiry of 22 (Twenty-Two) months from the date of allotment, at a redemption price comprising the face value together with such redemption premium as shall provide the Preference Shareholder an internal rate of return **12% (Twelve Percent) per annum** on the issue price, subject to the provisions of the Companies Act, 2013 and other applicable laws.

f) The Preference Shares shall carry voting rights only in accordance with the provisions of Section 47(2) of the Companies Act, 2013 and other applicable provisions of law, as amended from time to time

g) Preference Shares will not be listed;

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company, be and is hereby authorised to make necessary disclosures to the Stock Exchanges pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, file the necessary e-Forms with the Registrar of Companies, execute all documents and writings, and do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors
For **ARSS Infrastructure Projects Limited**

Sd/-

(Rajendra Biswal)
(**Company Secretary & Compliance Officer)**
ACS-76448

Place: Bhubaneswar
Date: July 23, 2026

Regd. Office-Plot No.38, Sector-A, Zone –D,
Mancheswar Industrial Estate,
Bhubaneswar, 751010, Odisha
Website: www.arssgroup.in
Email: cs@arssgroup.in

NOTES FOR MEMBERS' ATTENTION:

1. The relevant explanatory statement pursuant to Section 102(1) and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India stating all material facts and reasons for the proposed resolution(s) set out above is annexed hereto and forms part of this Notice.
2. The Postal Ballot is being conducted in compliance with all applicable provisions of the Act and rules made thereunder read with Circulars issued by the Ministry of Corporate Affairs ("MCA").
3. In accordance with the MCA Circulars mentioned hereinabove, the Notice is being sent to the members of the Company only through electronic mode only to those members whose email addresses are registered with the Company / RTA / Depository Participants as on the Cut-off date i.e. Friday, July 24, 2026. Accordingly, Members can vote only through the e-voting process only. As per the Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only. In respect of those Members who have not registered their email IDs, the procedure for registration is set out at Note below and in the section "Process for those shareholders whose email ids are not registered".
4. A person whose name is recorded in the Register of Members or in register of beneficial owners maintained by the Depositories as on the cut-off date, i.e. Friday, July 24, 2026, ("Cut-Off date") only shall be entitled to avail the facility of e-voting.
5. Since, this notice is to be sent to the Members through e-mail only, the Members who have not registered their email addresses are requested to register the same with the Depository Participant(s) where they maintain their demat accounts and their shares are held in electronic form and are requested to register/update their email address to Bigshare Services Private Limited, Registrar and Share Transfer Agent ("the RTA") at investor@bigshareonline.com.

   It is however, clarified that all Members of the Company as on the Cut-off date, including those Members who may not have received this Notice due to non-registration of their email IDs with the Company/RTA/Depositories, shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified hereinafter.

6. Members may please note that the Notice will also be available on the Company's website at www.arssgroup.in , websites of the Stock Exchanges i.e. BSE Limited ("BSE") at www.bseindia.com

and National Stock Exchange of India Limited ("NSE") at www.nseindia.com and on the website of the evoting agency at www.evoting.nsdl.com

7. Members desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting" in this Notice. Members are requested to cast their vote through the e-voting process not later than on Saturday, August 29, 2026, at 05:00 P.M. (IST) to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member.
8. The voting rights of the members shall be in the proportion to their share of the paid-up equity share capital as on above referred Cut-Off date.

   The total paid-up equity share capital of the Company as on the Cut-off date is ₹90,11,84,980 divided into 9,01,18,498 Equity Shares of ₹10/- each, and the aggregate number of votes to which Members are entitled is 9,01,18,498. Members may note that the resolutions at Item Nos. 1 and 2 require to be passed by a simple majority, and the resolution at Item No. 3 requires the votes cast in favour to be not less than three times the votes cast against.

   Any query or grievance relating to the e-voting facility may be addressed to Mr. Rajendra Biswal, Company Secretary & Compliance Officer, at cs@arssgroup.in or +91-674-2602763, or to NSDL at evoting@nsdl.com or 022-4886 7000.

9. The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date specified for receipt of votes through the e-voting process i.e., Saturday, August 29, 2026. The resolution, if passed, shall be deemed to have been passed as if the same has been passed at a general meeting of the members convened in that behalf.
10. The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection electronically by the members on the website of the Company at www.arssgroup.in and on the website of NSDL at www.evoting.nsdl.com during the abovementioned period.
11. The Board of Directors, in their meeting held on Thursday, July 23, 2026, have appointed Mr. Jyotirmoy Mishra (Membership No. FCS 6556 and CP No. 6022) of M/s Sunita Jyotirmoy & Associates, Practicing Company Secretaries to act as the Scrutinizer (the "Scrutinizer") to scrutinize the e-voting process in a fair and transparent manner and submit the scrutinizer's report to declare the voting results. He has also given his consent for such an appointment approved by the Board in their meeting. The Scrutinizer's decision on the validity of e-voting shall be final. The result of the Postal Ballot along with the Scrutinizer's Report will also be placed on the Company's website at www.arssgroup.in and on the

website of NSDL at http://www.evoting.nsdl.com. The Company shall simultaneously forward the result to NSE and BSE, where the equity shares of the Company are listed.

12. Only one e-vote may be cast in respect of each Folio/Client ID, irrespective of the number of joint holders, and such vote shall carry the voting rights attached to the shares held under that Folio/Client ID. In the case of joint holders, only the joint holder whose name stands first in the order of names shall be entitled to vote.
13. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
14. The e-voting period commences on Friday, July 31, 2026, at 9:00 A.M. (IST) and shall end on Saturday, August 29, 2026, at 5:00 P.M. (both days inclusive). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. Friday, July 24, 2026, may cast their vote by e-voting. The Scrutinizer will submit his report to the Chairman of the Company, or Company Secretary or any person authorized by him upon completion of the scrutiny and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director/Official(s) of the Company duly authorized, within two working days from the conclusion of e-voting i.e. on or before Monday, August 31, 2026, and will also be displayed on the website of the Company (www.arssgroup.in), besides being communicated to the Stock Exchanges, where Equity Shares of the Company are listed.
15. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id: secretarial@sunitamohantyandassociates.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
16. In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.
17. Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to cs@arssgroup.in from their registered email addresses mentioning their name, folio numbers/DP ID and Client ID, until the last date of remote e-voting of this Postal Ballot. Further, the web link for accessing the external reports is https://shorturl.at/dXUeO and the QR code is provided below:

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

The General instructions for Members voting through electronically are as under:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
   c) How to retrieve your ‘initial password’?
      (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace

the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to secretarial@sunitamohantyandassociates.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@arssgroup.in
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@arssgroup.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

Item No. 1

INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION OF CLAUSE V OF THE MEMORANDUM OF ASSOCIATION.

The present Authorised Share Capital of the Company is ₹110,00,00,000 (Rupees One Hundred and Ten Crore Only) divided into 11,00,00,000 (Eleven Crore) Equity Shares of ₹10/- (Rupees Ten Only) each.

In order to meet the Company's funding requirements, provide financial flexibility for future fund-raising initiatives, and support its business growth and expansion plans, it is proposed to increase the Authorised Share Capital of the Company from ₹110,00,00,000 (Rupees One Hundred and Ten Crore Only) to ₹500,00,00,000 (Rupees Five Hundred Crore Only) divided into:

- 23,00,00,000 (Twenty-Three Crore) Equity Shares of ₹10/- (Rupees Ten Only) each, aggregating to ₹230,00,00,000 (Rupees Two Hundred and Thirty Crore Only); and
- 27,00,00,000 (Twenty-Seven Crore) Preference Shares of ₹10/- (Rupees Ten Only) each, aggregating to ₹270,00,00,000 (Rupees Two Hundred and Seventy Crore Only).

Consequent upon the aforesaid increase the Authorised Share Capital, Clause V of the Memorandum of Association of the Company is required to be altered to reflect the revised capital structure.

The Board of Directors, at its meeting held on 23rd July, 2026, approved the proposal for the increase the Authorised Share Capital of the Company and the consequent alteration of Clause V of the Memorandum of Association, subject to the approval of the Members of the Company.

Pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 read with the applicable Rules made thereunder, the proposed increase the Authorised Share Capital and the consequent alteration of the Memorandum of Association require the approval of the Members by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 01 of the Postal Ballot Notice for approval by the Members of the Company.

Item No. 2

APPROVAL OF MATERIAL RELATED PARTY TRANSACTION FOR THE ISSUE OF NON-CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES TO OCEAN CAPITAL MARKET LIMITED.

The Board of Directors of the Company, at its meeting held on 23rd July, 2026, approved, subject to the approval of the Members, the proposed Material Related Party Transaction for the issuance of up to 25,00,00,000 (Twenty-Five Crore) 0.01% Non-Cumulative Non-Convertible Non-Participating Redeemable Preference Shares of ₹10/- each, aggregating to ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore Only), to Ocean Capital Market Limited, a Promoter of the Company, on a private placement basis.

Ocean Capital Market Limited is a Promoter of the Company and is a Related Party within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed transaction value of ₹250.00 Crore exceeds the materiality threshold prescribed under Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the audited consolidated financial statements of the Company for the financial year ended 31st March, 2026, the annual consolidated turnover of the Company is ₹145.79 Crore, and accordingly, 10% thereof, being ₹14.58 Crore, constitutes the materiality threshold. Since the value of the proposed transaction exceeds the prescribed threshold, the transaction qualifies as a Material Related Party Transaction and requires the approval of the Members of the Company by way of an Ordinary Resolution.

The Audit Committee has reviewed the proposed transaction and recommended the same to the Board of Directors after satisfying itself that the transaction is in the interest of the Company and is in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, pursuant to Regulation 23 of the Listing Regulations, approval of the Members through Ordinary Resolution is required for all material RPTs, even if they are entered into in the ordinary course of business and at arm's length.

For the purpose of Regulation 23(1) of the SEBI Listing Regulations, a related party transaction is material if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of the Company as per its last audited financial statements, whichever is lower. Applying the said test, the materiality threshold for the Company is ₹14.58 crore, and the proposed transaction of ₹250.00 crore represents approximately 171.48% of the annual consolidated turnover of the Company for the financial year ended 31st March, 2026.

The prior approval of the Audit Committee, granted by the Independent Directors on the Audit Committee in accordance with the proviso to Regulation 23(2) of the SEBI Listing Regulations, was obtained at its meeting held on July 23, 2026. The approval of the Members is sought for a period of one year from the date of passing of this resolution.

The proposed transaction is intended to facilitate the raising of long-term funds for the Company, which shall be utilised primarily towards repayment/prepayment, in full of the existing indebtedness of the Company, thereby strengthening its financial position and improving its capital structure.

Details of the proposed RPTs between the Company and Ocean Capital Market Limited, including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Master Circular dated January 30, 2026, read with SEBI circular dated June 26, 2025, are as follows:

Minimum information to be provided to the Audit Committee and shareholder for approval of Related Party Transactions as per RPT Industry Standards:

Sl. No.	Particulars of the information	Information provided by the management
Part A: Minimum information of the proposed RPT		
A(1) Basic details of the related party		
1.	Name of the related party	Ocean Capital Market Limited (OCML)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	NBFC
A(2) Relationship and ownership of the related party		
1.	Relationship between the listed entity (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	OCML is the promoter Company of ARSS Infrastructure Projects Limited

	Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL
	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	Not applicable
	Shareholding of the related party, whether direct or indirect, in the listed entity	3.33%

A(3) Details of previous transactions with the related party		
1.	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year.	Details Of The Transactions By OCML With ARSSIPL: The OCML Has Given Loan To ARSS IPL Pursuant To The Approved Resolution Plan, Approved By The Hon'ble NCLT, Cuttack Vide Its Order Dated 29-Aug-2025 In tune to INR 250.00 Cr. and the Outstanding Balance As On 31st March 2026 Is INR 257.10 Cr. (including interest)
2.	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Nil
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	No
A(4) Amount of the proposed transactions (All types of transactions taken together)		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 250.00 CR.
2.	Whether the proposed transactions taken together with the transactions undertaken	Yes

	with the related party during the current financial year would render the proposed transaction a material RPT?	
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	171.47%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	172.80%
6.	Financial performance of the related party for the immediately preceding financial year.	Particulars for FY25: Amount (₹ crore) Turnover: 144.68 Profit After Tax: 116.66 Net worth: 529.95
A(5) Basic details of proposed transactions to be approved		
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Offer and issuance of securities (NCRPS)

2.	Details of the proposed transaction	Offer and issuance of up to **25,00,00,000 (Twenty-Five Crore) 0.01% Non-Cumulative Non-Convertible Non-Participating Redeemable Preference Shares** of ₹10/- each at par, aggregating to **₹250,00,00,000 (Rupees Two Hundred and Fifty Crore Only)**.
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Within one year from the date of shareholders' approval.
4.	Whether omnibus approval is being sought?	Not Applicable. The Audit Committee of the Company reviewed the transaction and, after satisfying itself that the transaction is in the interest of the Company, approved the same, subject to the approval of the shareholders.
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Value of transactions is ₹ 250 crore. Approval of the Members is being sought for material RPT for issuance of Securities with in 1 year of from the date of shareholder approval.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	It will help to repay the existing borrowings of the company and help to efficiently manage the cash flow of the company
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party.	Mr. Dipti Ranjan Patnaik, Chairman of the Company is also the Director and Promoter of Ocean Capital Market Limited Their interest or concern or that of their relatives, is limited only to the extent of their holding directorship/shareholding in the Company.

<table>
<tr><td>8.</td><td>A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.</td><td>CA Prithvi Ranjan Parhi, Registered Valuer – Securities or Financial Assets (Registration Number-IBBI/RV/06/2020/12726), Reg. off- S-3, Pravat Villa, Kalaranhanga, PO-KIIT, Bhubaneswar – 751024 and issued a certificate in this regard. The Valuation Report obtained from CA Prithvi Ranjan Parhi, Registered Valuer – Securities or Financial Assets (Registration Number-IBBI/RV/06/2020/12726), is available for inspection by the Members of the Company electronically during the normal business hours on any working day of the Company, up to the end date of the Postal Ballot.</td></tr>
<tr><td>9.</td><td>Other information relevant for decision making.</td><td>All relevant information forms a part of this disclosure setting out requisite facts.</td></tr>
<tr><td colspan="3">Part B: Additional Information</td></tr>
<tr><td colspan="3">B(1) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances</td></tr>
<tr><td>1.</td><td>Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</td><td rowspan="2">Not Applicable</td></tr>
<tr><td>2.</td><td>Basis of determination of price</td></tr>
<tr><td rowspan="4">3.</td><td colspan="2">In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</td></tr>
<tr><td>a. Amount of trade advance</td><td>NA</td></tr>
<tr><td>b. Tenure</td><td>NA</td></tr>
<tr><td>c. Whether same is self-liquidating?</td><td>NA</td></tr>
</table>

The said transaction, being a material RPT, requires prior approval of the Members of the Company in accordance with Regulation 23 of the Listing Regulations.

In accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Related Parties of the Company shall abstain from voting on this Ordinary Resolution, irrespective of whether such Related Party is a party to the transaction or has a direct or indirect interest therein.

Based on the review and approval of the Independent Directors on the Audit Committee, the Board of Directors recommends the Ordinary Resolution contained in Item No. 2 of the accompanying Notice to the Members for approval.

Except to the extent of their interest by virtue of their association with Ocean Capital Market Limited and/or their shareholding, if any, the Promoter Directors and their relatives may be deemed to be concerned or interested in the proposed resolution. Save as aforesaid, none of the other Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 3

APPROVAL OF THE OFFER AND ISSUANCE OF UP TO 25,00,00,000 (TWENTY-FIVE CRORE) 0.01% NON-CUMULATIVE NON-CONVERTIBLE REDEEMABLE PREFERENCE SHARES OF ₹10/- EACH TO OCEAN CAPITAL MARKET LIMITED, A PROMOTER OF THE COMPANY, ON A PRIVATE PLACEMENT BASIS

The Board of Directors of the Company, at its meeting held on 23rd July, 2026, approved, subject to the approval of the Members of the Company and such other statutory and regulatory approvals as may be required, the offer and issuance of up to 25,00,00,000 (Twenty-Five Crore) 0.01% Non-Cumulative Non-Convertible Non-Participating Redeemable Preference Shares ("NCRPS") of ₹10/- (Rupees Ten Only) each at par, aggregating up to ₹250,00,00,000 (Rupees Two Hundred and Fifty Crore Only), to Ocean Capital Market Limited, a Promoter of the Company, on a private placement basis.

The proceeds from the proposed issue shall be utilised primarily towards repayment/prepayment, in full of the existing indebtedness of the Company, thereby improving the Company's capital structure, reducing its debt obligations and providing long-term financial stability.

Members may note that the outstanding indebtedness proposed to be repaid includes the loan of ₹250.00 crore extended to the Company by Ocean Capital Market Limited pursuant to the Resolution Plan approved by the Hon'ble National Company Law Tribunal, Cuttack Bench, by its order dated 29th August, 2025. The subscription monies for the Preference Shares shall be received from the allottee in cash through banking channels into a separate bank account maintained by the Company, in accordance with Section 42(6) of the Companies Act, 2013, and shall not be adjusted or set off against any amount owed by the Company to the allottee.

The Preference Shares shall be redeemed only out of the profits of the Company which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purposes of such redemption, and the premium payable on redemption shall be provided for out of the profits of the Company, in each case in accordance with Section 55(2) of the Companies Act, 2013. On redemption out of profits, a sum equal to the nominal amount of the Preference Shares so redeemed shall be transferred to the Capital Redemption Reserve Account.

Since the Preference Shares are non-cumulative and are redeemable at the end of 22 (twenty-two) months from the date of allotment, the circumstances contemplated in the second proviso to Section 47(2) of the Companies Act, 2013 (under which preference shareholders acquire voting rights on all resolutions where dividend remains unpaid for two years or more) are not expected to arise, and the proposed issue will not result in any change in control of the Company.

The Preference Shares, being non-convertible redeemable preference shares proposed to be issued on an unlisted basis, do not constitute "specified securities" for the purposes of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 are not applicable to the proposed issue.

The proposed Preference Shares shall carry a non-cumulative preferential dividend at the rate of 0.01% per annum, if declared by the Board of Directors, and shall be non-convertible, non-participating redeemable after a period of 22 (Twenty-Two) months from the date of allotment. The Preference Shares shall be redeemed at a redemption price comprising the face value together with such redemption premium as shall provide the Preference Shareholder an **internal rate of return (IRR) of 12% (Twelve Percent) per annum,** subject to the provisions of the Companies Act, 2013 and other applicable laws.

As required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014, the material facts relating to the proposed issue of Preference Shares are as follows:

Particulars	**Details**
Size of the issue and number of Preference Shares to be issued	Offer and issuance of up to **25,00,00,000 (Twenty-Five Crore) 0.01% Non-Cumulative Non-Convertible Non-Participating Redeemable Preference Shares** of ₹10/- each at par, aggregating to **₹250,00,00,000 (Rupees Two Hundred and Fifty Crore Only)**.
Nature of the Preference Shares	0.01% Non-Cumulative, Non-Convertible, Non-Participating Redeemable Preference Shares (NCRPS).
Objects of the issue	The proceeds of the issue shall be utilised primarily towards repayment/prepayment, in full of the existing indebtedness of the Company and for such other purposes as may be approved by the Board, in accordance with applicable laws.

Manner of issue	The Preference Shares are proposed to be issued on private placement to Ocean Capital Market Limited (Promoter of the Company) in accordance with Sections 42 and 55 of the Companies Act, 2013 and the applicable Rules made thereunder.
Basis / Justification for the Issue Price	The Preference Shares are proposed to be issued at their face value of ₹10/- per share.
The basis on which the price has been arrived at	An independent valuation report from CA Prithvi Ranjan Parhi, Registered Valuer – Securities or Financial Assets (Registration Number-IBBI/RV/06/2020/12726), Reg. off- S-3, Pravat Villa, Kalaranhanga, PO-KIIT, Bhubaneswar – 751024 and issued a certificate in this regard.
The terms of issue, including terms and rate of dividend on each share etc.	• The Preference Shares are proposed to be issued for a period of 22 (twenty-two) months from the date of allotment. • Dividend Payable, if declared by the Board, is 0.01% p.a. on the nominal value of ₹10/- per share and shall be Non-Cumulative.
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	• The Preference Shares shall be redeemed at the end of the tenure at a redemption value comprising the face value together with such redemption premium as shall provide the Preference Shareholder an **internal rate of return (IRR) of 12% (Twelve Percent) per annum, compounded annually**, subject to the provisions of the Companies Act, 2013 and other applicable laws. • The Preference Shares shall be non-convertible, non-cumulative and unlisted.
The manner and modes of redemption	The Preference Shares shall be redeemed in accordance with the provisions of the Companies Act, 2013 read with the relevant rules or any amendment or re-enactment thereof.
The current shareholding pattern of the Company	The shareholding pattern of the Company as on 30th June 2026 is annexed to this Notice (Annexure A).
The expected dilution in equity share capital upon conversion of preference shares	Not applicable since the Preference Shares are proposed to be issued on non-convertible basis.
Voting Rights	The Preference Shares shall carry voting rights only in accordance with Section 47(2) of the Companies Act, 2013.
Security / Charge	The Preference Shares shall be **unsecured** and shall not carry any charge over the assets of the Company.
Listing	The Preference Shares are proposed to be **unlisted** and shall not be listed on any recognised stock exchange.

Expected date of allotment	Within the time prescribed under the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, after receipt of all necessary approvals.
Other Terms	The detailed terms and conditions of the issue are contained in the Term Sheet placed before the Members and shall be governed by the provisions of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company.

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares on private placement basis are as follows:

Particulars of the offer including date of passing of Board resolution	The Board of Directors of the Company at its meeting held on 23-07-2026 approved the issuance of 25,00,00,000 0.01% Non-Cumulative Non-Convertible Non-Participating Redeemable Preference Shares of ₹10/- each, to Ocean Capital Market Limited, Promoter of the Company, on a private placement basis, aggregating to ₹250 Crore at an issue price of ₹10 per share on such terms and conditions as may be determined by the Board of Directors.
Kinds of securities offered and the price at which security is being offered	The Company proposes to issue redeemable, non-cumulative, non-convertible, non-participating preference shares at an issue price of ₹10 per share.
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	An independent valuation report has been obtained to arrive at the price.
Name and address of valuer who performed valuation	CA Prithvi Ranjan Parhi, Registered Valuer – Securities or Financial Assets (Registration Number-IBBI/RV/06/2020/12726), Reg. off- S-3, Pravat Villa, Kalaranhanga, PO-KIIT, Bhubaneswar – 751024 and issued a certificate in this regard.
Amount which the Company intends to raise by way of such securities	The Company intends to raise upto ₹250 Crore by way of issue of Preference Shares.
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in	The Company proposes to issue redeemable, non-cumulative, non-convertible, non-participating preference shares at an issue price of ₹10 per share to

furtherance of objects; principle terms of assets charged as securities.	Ocean Capital Market Limited, Promoter of the Company on a private placement basis. The Preference Shares are proposed to be issued for a period of 22 (twenty-two) months from the date of allotment. The proceeds of the issue shall be utilised primarily towards repayment/prepayment, in full of the existing indebtedness of the Company and for such other purposes as may be approved by the Board, in accordance with applicable laws. The Preference Shares shall be unsecured and will not carry any charge on the assets of the Company. The Preference Shares shall be redeemed at the end of the tenure at a redemption value comprising the face value together with such redemption premium as shall provide the Preference Shareholder an internal rate of return (IRR) of 12% (Twelve Percent) per annum , subject to the provisions of the Companies Act, 2013 and other applicable laws. The details terms of preference shares are set out in Annexure -B.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the items of business and to take decision thereon.

Mr. Dipti Ranjan Patnaik, Director and Promoter of the Company, is concerned and interested in the proposed Special Resolution by virtue of his position as Director of Ocean Capital Market Limited.

Except above, none of the Directors, Key Managerial Personnel of the Company or their relatives, except to the extent of their respective shareholding and/or association with the proposed allottee, if any, is concerned or interested, financially or otherwise, in the proposed Special Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 3 of the Postal Ballot Notice for approval by the Members of the Company.

ANNEXURE – A

Particulars	**Pre- shareholding Pattern**		**Post- shareholding Pattern**	
Promoter and Promoter Groups	**No. of Shares**	**% held**	**No. of Shares**	**% held**
Ocean Capital Market Limited	30,00,000	3.33	30,00,000	3.33
Roger Bravo Secured Development Fund	7,35,00,000	81.56	7,35,00,000	81.56
A. Promoters	**7,65,00,000**	**84.89**	**7,65,00,000**	**84.89**
Public				
Public Financial Institutions	15,08,700	1.66	15,08,700	1.66
Other Public	1,21,09,798	13.45	1,21,09,798	13.45
B. Public	**1,36,18,498**	**15.11**	**1,36,18,498**	**15.11**
Total	**9,01,18,498**	**100.00**	**9,01,18,498**	**100.00**

Post- shareholding pattern of the Company - Preference Share Capital:

Particulars	**Pre- shareholding Pattern**		**Post- shareholding Pattern**	
Promoter and Promoter Groups	**No. of Shares**	**% held**	**No. of Shares**	**% held**
Ocean Capital Market Limited	-	-	25,00,00,000	100.00
Public	-	-	-	-
Total	**-**	**-**	**25,00,00,000**	**100.00**

Annexure -B

PARTIES INVOLVED IN THE ISSUE	
Issuer / Company	ARSS Infrastructure Projects Limited
Subscriber / Investor	Ocean Capital Market Limited CIN: U65900OR1996PLC014016 Address: A/6, Commercial Estate Civil Township, Rourkela, Orissa, India, 769004
DETAILS OF THE INSTRUMENT	
Type of instrument	Non-Convertible Redeemable Preference Shares ("**Preference Share**" or "**NCRPS**")
Nature of such shares	The NCRPS will be non-cumulative, non-participating, non-convertible, redeemable preference shares.
Security requirements	Not applicable
Listing requirements	No
ISSUE DETAILS	
Mode of Issue	in one or more tranches, on private Placement,
Form of issue	Preference Shares will be issued in demat form
Issue size	INR 250,00,00,000 /- (Indian Rupees Two Hundred and Fifty Crore Only)
Tenure	22 (Twenty-Two) months from the date of allotment
Face value	INR 10 /- (Indian Rupees Ten only)
Issue price	NCRPS will be issued at par
Objects and Utilization of the issue	The proceeds of the issue will be primarily utilized for repayment/ prepayment of the whole of the existing indebtedness of the Company, working capital requirement of the company and/or for other general corporate purposes.
Voting Power	NCRPS shall carry voting rights as per the provisions of Section 47(2) of the Companies Act, 2013. Whereby the holders of preference shares shall have voting rights only on resolutions directly affecting their rights attached to such preference shares and on every resolution placed before the Company if the dividend due on such preference shares has remained unpaid for 2 years or more.
REDEMPTION	
Redemption Value	At the end of the tenure NCRPS shall be redeemed at redemption premium which is sufficient equivalent to provide the Preference Shareholders with an internal rate of return at 12% per annum.
Scheduled Redemption	The Non-Convertible Redeemable Preference Shares (NCRPS) shall not be redeemable for a period of twenty-two (22) months from the date of their

	allotment. Upon the expiry of the said period, the NCRPS shall become redeemable and shall be redeemed by the Company in accordance with the terms of the issue and the applicable provisions of the Companies Act, 2013, and other applicable laws. The redemption amount shall be paid by the Company within ninety (90) days from the date on which the NCRPS become redeemable.
Conversion	The NCRPS shall be non-convertible and shall be redeemable only in accordance with the terms of this Term Sheet and the applicable provisions of the Companies Act, 2013.
DIVIDEND PAYMENT	
Dividend Type	Fixed (Non-Cumulative)
Dividend Rate	0.01% per annum on the face value of the outstanding NCRPS
CONVENTIONS	
Day Count Basis	Actual/365
Business Day	Means any day, other than a public holiday under Section 25 of the Negotiable Instruments Act, 1881 or a Sunday, on which banks are open for general business in India
Date Convention	(a) If the date of payment of any dividend in respect of the Preference Share falls on a day that is not a Business Day, such payment of dividend shall be made on the immediately preceding Business Day; and (b) If the Redemption Date falls on a day that is not a Business Day, such payment of redemption amount shall be made on the immediately preceding Business Day.
OTHER COVENANTS	
Affirmative Covenants	To utilise the proceeds of this issue in accordance with applicable laws and regulations
Negative Covenants	The Issuer shall not amend or vary the terms of the NCRPS without the prior written consent of the Preference Shareholder.
Events of Default	(a) Failure to redeem the NCRPS or pay the redemption amount when due, including non-payment of redemption proceeds within 90 days from the due date. (b) Default in compliance with material affirmative or negative covenants, which is not remedied within 30 days of written notice from the Investor. (c) Insolvency, winding up, liquidation of the Company;
Other Costs & Conditions	The Issuer shall bear the costs and expenses incurred in connection with the transactions contemplated hereby including stamp duty and registration fee (if

	applicable) on the Transaction Documents, legal advisors' expenses and expenses incurred in the preparation for the Transaction Documents.
Variation of terms	The terms and conditions of the NCRPS shall not be amended, modified, varied or waived except with the prior written consent of the Investor/Preference Shareholder and in accordance with the applicable provisions of the Companies Act, 2013, including, where applicable, Sections 48 and 55 thereof, the rules made thereunder, the Articles of Association of the Company and all other applicable laws. The Company shall obtain all requisite corporate approvals, including approvals of its Board of Directors, shareholders and the holders of the NCRPS, to the extent required under applicable law, before giving effect to any such amendment, modification, variation or waiver.
Governing Law and Jurisdiction	Indian Law with jurisdiction of the courts and tribunals of Bhubaneswar.

By Order of the Board of Directors
For **ARSS Infrastructure Projects Limited**

Sd/-

(Rajendra Biswal)
(Company Secretary & Compliance Officer)
ACS-76448

Place: Bhubaneswar
Date: July 23, 2026

Regd. Office-Plot No.38, Sector-A, Zone –D,
Mancheswar Industrial Estate,
Bhubaneswar, 751010, Odisha
Website: www.arssgroup.in
Email: cs@arssgroup.in